



REPORT OF VOTING RESULTS

Pursuant to Section 11.3 of National Instrument 51-102 – *Continuous Disclosure Obligations*, the following is the report on voting results for the annual general and special meeting of shareholders of Canagold Resources Ltd. (“the **Company**”) held on June 12, 2024 (the “**Meeting**”).

Matters Voted On

The Company reports that the following matters were voted upon and passed by the Shareholders of the Company at Meeting. Attendance at the Meeting were 99,447,508 Common Shares represented and voted by proxy for a total of 99,447,508 voting shares represented at the Meeting, being 57.29% of the outstanding Common Shares. Voting results on the resolutions were as follows:

1.	Nominee Director	<u>Votes For</u>	<u>% Votes For</u>	<u>Votes Withheld</u>	<u>% Votes Withheld</u>
	Sofia Bianchi	93,941,380	99.46	511,258	0.54
	Kadri Dagdelen	94,112,959	99.64	339,679	0.36
	Michael Doyle	93,913,780	99.43	538,858	0.57
	Carmen Letton	94,112,959	99.64	339,679	0.36
	Andrew Trow	94,114,959	99.64	337,679	0.36
		<u>Votes For</u>	<u>% Votes For</u>	<u>Votes Withheld</u>	<u>% Votes Withheld</u>
2.	Appointment of Davidson & Company LLP, Chartered Professional Accountants, as the auditor of the Company for the ensuing year and authorizing the directors to fix their remuneration.	99,265,691	99.82	181,817	0.18
		<u>Votes For</u>	<u>% Votes For</u>	<u>Votes Against</u>	<u>% Votes Against</u>
3.	A non-binding advisory ordinary resolution on the Company’s approach to executive compensation, as described in the Company’s Information Circular dated May 9, 2024.	93,985,671	99.51	466,967	0.49